

UNITED STATES DISTRICT COURT  
MIDDLE DISTRICT OF TENNESSEE

NIKKI BOLLINGER GRAE, Individually and ) Civil Action No. 3:16-cv-02267  
on Behalf of All Others Similarly Situated, )  
  ) Honorable Aleta A. Trauger  
  Plaintiff, )  
  ) [PROPOSED] ORDER GRANTING  
vs.  ) PLAINTIFF'S MOTION TO PRECLUDE  
CORRECTIONS CORPORATION OF                      ) DEFENDANTS FROM RELYING ON AN  
AMERICA, et al.,                                  ) ADVICE OF COUNSEL DEFENSE  
  )  
  )  
  Defendants. )  
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  )  
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Having considered Plaintiff's<sup>1</sup> Motion to Preclude Defendants from Relying on an Advice of Counsel Defense (the "Motion"), IT IS HEREBY ORDERED that:

1. Lead Plaintiff's Motion is GRANTED;
2. Defendants are precluded from asserting any affirmative defense that they relied on the advice of counsel;
3. Defendants are precluded from asserting, or introducing evidence or testimony, or eliciting testimony from any witness, that any Defendant received, considered or relied on CCA Generl Counsel's office when determining what to disclose, and what not to disclose, to investors;
4. Defendants are precluded from asserting, or introducing evidence or testimony, or eliciting testimony from any witness, that any Defendant received, considered or relied on CCA's Disclosure Committee when determining what to disclose, and what not to disclose, to investors;
5. Defendants are precluded from asserting, or introducing evidence or testimony, or eliciting testimony from any witness, that any Defendant received, considered or relied on CCA's Audit or Risk Committees, or any departments or subsidiaries thereof on which Defendants purport to have relied, when determining what to disclose, and what not to disclose, to investors;
6. Defendants are precluded from asserting, or introducing evidence or testimony, or eliciting testimony from any witness, that any Defendant received, considered or relied on external counsel when determining what to disclose, and what not to disclose, to investors;
7. Defendants are precluded from asserting, or introducing evidence or testimony, or eliciting testimony from any witness, regarding the reasons for their stock transactions; and

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<sup>1</sup> "Plaintiff" is Lead Plaintiff and Class Representative Amalgamated Bank, as Trustee for the LongView Collective Investment Fund. "Defendants" are Corrections Corporation of America ("CCA") and certain of its executives. Following the filing of this action, Defendants rebranded CCA and now refer to it as CoreCivic.

8. Defendants are precluded from any assertion of the good faith defense to the extent such purported good faith relates to the advice of counsel.

IT IS SO ORDERED.

DATED: \_\_\_\_\_

THE HONORABLE ALETA A. TRAUGER  
UNITED STATES DISTRICT JUDGE